

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re :
 : Chapter 11 Case No.
 :
LEHMAN BROTHERS HOLDINGS INC., *et al.*, : 08-13555 (JMP)
 :
Debtors. : (Jointly Administered)
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**ORDER TO SHOW CAUSE AND NOTICE FIXING HEARING DATE TO CONSIDER
DEBTORS' MOTION FOR ENTRY OF AN ORDER
PURSUANT TO SECTIONS 363 AND 365 OF THE BANKRUPTCY CODE AND
FEDERAL RULES OF BANKRUPTCY PROCEDURE 6004, 6006 AND 9019
AUTHORIZING LEHMAN BROTHERS HOLDINGS INC. TO (A) ENTER INTO A
PARTNERSHIP INTERESTS PURCHASE AGREEMENT, (B) COMPROMISE AND
RELEASE A PORTION OF AN INTERCOMPANY LOAN, AND (C) ASSIGN THE
REMAINDER OF SUCH INTERCOMPANY LOAN TO PURCHASERS**

Upon the motion, dated October 1, 2008 (docket no. 503, the "Sale Motion"), of
Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced
chapter 11 cases, as debtors and debtors in possession (together, the "Debtors" and, collectively
with their non-debtor affiliates, "Lehman"), pursuant to sections 363 and 365 of the Bankruptcy
Code, and Federal Rules of Bankruptcy Procedure 6004, 6006, and 9019, seeking entry of an
order that, *inter alia*, approves a certain partnership interests purchase agreement and various
transactions related thereto; and upon the Declaration of Alfredo R. Pérez Pursuant to Local
Bankruptcy Rule 9077-1(a) (the "Declaration") attesting to the necessity for relief by Order to
Show Cause; and it appearing that no notice of this Order to Show Cause need be given, except
as provided herein; and after due deliberation and sufficient cause appearing therefor, it is
hereby:

ORDERED that a hearing (the "Hearing") to consider the Sale Motion shall be held before the Honorable James M. Peck, United States Bankruptcy Judge, in Courtroom 601, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004 on **October 16, 2008, at 10:00 a.m. (New York Time)**, or as soon thereafter as counsel may be heard; and it is further

ORDERED that notice of the Hearing shall be given by sending a copy of this Order to Show Cause, the Sale Motion, and the proposed order on the Sale Motion, via email, fax or overnight mail, on or before **October 2, 2008**, to (i) the United States Trustee for the Southern District of New York; (ii) the attorneys for the Official Committee of Unsecured Creditors; (iii) the attorneys for the Debtors' postpetition lenders; (iv) the Securities and Exchange Commission; (v) the Internal Revenue Service; (vi) the United States Attorney for the Southern District of New York; (vii) the attorneys for the Purchasers (as defined in the Sale Motion); (viii) the attorneys for Eagle Energy Partners I L.P., and (ix) all parties who have requested notice in these chapter 11 cases; and it appearing that no other or further notice need be provided; and it is further

ORDERED that objections and responses, if any, to the Sale Motion must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules for the United States Bankruptcy Court for the Southern District of New York, and shall be filed with the Bankruptcy Court electronically in accordance with General Order M-242 (General Order M-242 and the User's Manual for the Electronic Case Filing System can be found at <http://www.nysb.uscourts.gov>, the official website for the Bankruptcy Court), by registered users of the Bankruptcy Court's case filing system and, by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect or any other Windows-based

word processing format (with a hard-copy delivered directly to Chambers), and shall be served in accordance with General Order M-242, upon (i) the chambers of the Honorable James M. Peck, One Bowling Green, New York, New York 10004, Courtroom 601; (ii) Weil Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, (Attn: Richard P. Krasnow, Esq., Lori R. Fife, Esq., Shai Y. Waisman, Esq., and Jacqueline Marcus, Esq.), attorneys for the Debtors; (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Andy Velez-Rivera, Paul Schwartzberg, Brian Masumoto, Linda Riffkin, and Tracy Hope Davis); (iv) Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005, (Attn: Dennis F. Dunne, Esq., Dennis O'Donnell, Esq., and Evan Fleck, Esq.), attorneys for the official committee of unsecured creditors appointed in these cases; (v) Cleary Gottlieb LLP, One Liberty Plaza, New York, NY 10006, (Attn: Lindsee P. Granfield, Esq. and Lisa Schweitzer, Esq.) and Sullivan & Cromwell LLP, 125 Broad Street, New York, NY 10004, (Attn: Robinson B. Lacy, Esq. and Hydee R. Feldstein, Esq.), attorneys for the Debtors' postpetition lenders; (vi) Jones Day, 717 Texas, 33rd Floor, Houston, TX 77002 (Attn: Jeff Schlegel and Richard Engman), attorneys for EDF Trading North America Management LLC and EDF Trading North America Inc.; (vii) Fulbright & Jaworski L.L.P., 1301 McKinney, 41st Floor, Houston, Texas 77010 (Attn: Zack A. Clement, Edward Rhyne, and John Allender), attorneys for Eagle Energy Partners I L.P.; and (viii) any person or entity entitled to receive notice of the Motion in these cases, so as to be received no later than **October 14, 2008 at 10:00 a.m.** (prevailing Eastern time).

Dated: New York, New York
October 2, 2008

s/ James M. Peck
UNITED STATES BANKRUPTCY JUDGE